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E-FILED on July 19, 2006

9 and

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18 Attorneys for Debtors and Debtors-in-Possession

19
UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

20 In re:

21 USA COMMERCIAL MORTGAGE COMPANY,

22 Debtor.

23 Case No. BK-S-06-10725 LBR
 24 Case No. BK-S-06-10726 LBR
 25 Case No. BK-S-06-10727 LBR
 26 Case No. BK-S-06-10728 LBR
 27 Case No. BK-S-06-10729 LBR

28 In re:

USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

Chapter 11

In re:

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:

USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

**NOTICE OF FILING OF THIRD
 REVISED BUDGET APPLICABLE TO
 MOTION FOR ORDER APPROVING
 CONTINUED USE OF CASH THROUGH
 OCTOBER 29, 2006 PURSUANT TO
 THIRD REVISED BUDGET (AFFECTS
 ALL DEBTORS)**

In re:

USA SECURITIES, LLC,

Debtor.

Date: August 4, 2006

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

Time: 1:30 p.m.

1 USA Commercial Mortgage Company, USA Securities, LLC, USA Capital Realty
2 Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital First Trust
3 Deed Fund, LLC (collectively, the "Debtors"), hereby attaches hereto as **Exhibit "A"** the Third
4 Revised Budget which is applicable to the Motion for Order Approving the Continued Use of
5 Cash Through October 29, 2006 filed on July 7, 2006.

6 Respectfully submitted this 19th day of July, 2006.

7 /s/ Lenard E. Schwartzer

8 Lenard E. Schwartzer, Nevada Bar No. 0399
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Exhibit “A”

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
 (\$ in thousands)

	Weekly Cash Forecast							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
USA Commercial Mortgage								
Cash Collections								
Collections								
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4
Loan Servicing Collections								
Estimated Service Fees ^(a)	0.0	1,792.0	15.4	296.5	1.6	0.0	0.0	295.1
Outstanding Origination, Extension and Closing Fees	0.0	0.0	203.8	0.0	50.0	0.0	0.0	0.0
Total Cash Collections Operating Accounts	\$0.0	\$1,792.0	\$219.2	\$711.9	\$51.6	\$0.0	\$0.0	\$501.5
Cash Disbursements								
Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0	\$0.0	\$0.0
Operating Disbursements								
Salaries & Wages	45.0	0.0	45.0	0.0	45.0	0.0	0.0	45.0
Payroll Related Benefits	7.7	0.0	14.0	0.0	7.7	0.0	6.3	7.7
Rent	0.0	0.0	49.0	0.0	0.0	0.0	49.0	0.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	20.0	20.0
Total Operating Disbursements	\$87.7	\$35.0	\$143.0	\$35.0	\$137.7	\$35.0	\$90.3	\$87.7
Bankruptcy Related Disbursements								
Professional Fees (see schedule for detail)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Trustee Fees	0.0	5.0	0.0	0.0	0.0	0.0	0.0	0.0
Other								
Noticing Agent	0.0	0.0	82.6	0.0	0.0	0.0	50.0	0.0
Appraisal Fees	0.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0
Post-Petition Financing								
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$0.0	\$105.0	\$82.6	\$0.0	\$0.0	\$0.0	\$50.0	\$0.0
Total Cash Disbursements Operating Accounts	\$87.7	\$140.0	\$225.5	\$35.0	\$137.7	\$35.0	\$140.3	\$87.7
NET CHANGE IN CASH	(\$87.7)	\$1,652.0	(\$6.3)	\$676.9	(\$86.0)	(\$35.0)	(\$140.3)	\$413.9
Cash Position - USA Commercial Mortgage Estate								
Total Cash and Cash Equivalents at Beginning of Period	\$1,283.8	\$1,196.1	\$2,848.1	\$2,841.8	\$3,518.7	\$3,432.6	\$3,397.6	\$3,257.3
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(87.7)	1,652.0	(6.3)	676.9	(86.0)	(35.0)	(140.3)	413.9
Estate Funds in Collections Account to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Cash DIP Operating Account at End of Period	\$1,196.1	\$2,848.1	\$2,841.8	\$3,518.7	\$3,432.6	\$3,397.6	\$3,257.3	\$3,671.2
Estate Funds in Collections Account (see schedule for detail)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4
Total USA Commercial Mortgage Estate Cash Balance	\$14,023.1	\$15,675.1	\$15,700.4	\$16,377.3	\$16,291.2	\$16,256.2	\$16,150.8	\$16,564.6

Notes:

a. Service fees for week ending 7/30/06 represent estimated service fees accrued since 4/13/06.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

	Weekly Cash Forecast							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
Additional Accounts								
USA Capital Realty Advisors - DIP Operating Account								
Beginning Cash Balance	\$167.6	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
Management Fees Collected	0.0	0.0	0.0	415.4	0.0	0.0	0.0	206.4
Expense Reimbursement due USA CMC	0.0	0.0	0.0	(415.4)	0.0	0.0	0.0	(206.4)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance	\$167.6	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4
USA Securities - DIP Operating Account								
Beginning Cash Balance USA Securities	\$18.4	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance USA Securities	\$18.4	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2
Diversified Trust - DIP Operating Account								
Beginning Cash Balance DTDF	\$511.5	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3
Cash Payment for Professional Fees ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Management Fees Paid by DTDF	0.0	0.0	0.0	(125.0)	0.0	0.0	0.0	(125.0)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance DTDF ^(b)	\$511.5	\$511.3	\$511.3	\$386.3	\$386.3	\$386.3	\$386.3	\$261.3
First Trust - DIP Operating Account								
Beginning Balance FTDF	(\$125.0)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	(\$415.6)	(\$415.6)	(\$415.6)
Cash Payment for Professional Fees ^(a)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Management Fees Paid by FTDF	0.0	0.0	0.0	(290.4)	0.0	0.0	0.0	(81.4)
Trustee Fees	0.0	(0.3)	0.0	0.0	0.0	0.0	0.0	0.0
Ending Cash Balance FTDF ^(b)	(\$125.0)	(\$125.3)	(\$125.3)	(\$415.6)	(\$415.6)	(\$415.6)	(\$415.6)	(\$497.0)
Collections Account								
Beginning Balance Collections Account (Investor Funds)	\$88,298.5	\$88,298.5	\$88,298.5	\$20,843.5	\$3,442.0	\$4,019.6	\$0.0	\$19.2
Estimated Interest Due Investors	0.0	0.0	313.1	3,738.5	21.2	0.0	0.0	3,720.3
Expected Principal Return	0.0	0.0	20,300.0	0.0	4,000.0	0.0	0.0	8,825.0
Interest Income to Investors ^(c)	0.0	0.0	245.9	0.0	0.0	0.0	19.2	0.0
Total Account Collections	\$0.0	\$0.0	\$20,859.0	\$3,738.5	\$4,021.2	\$0.0	\$19.2	\$12,545.3
Distribution to Investors	0.0	0.0	(88,298.5)	(20,843.5)	(3,442.0)	(4,019.6)	0.0	(19.2)
Service Fees to USA CMC	0.0	0.0	(15.4)	(296.5)	(1.6)	0.0	0.0	(295.1)
Total Disbursements	\$0.0	\$0.0	(\$88,314.0)	(\$21,140.1)	(\$3,443.6)	(\$4,019.6)	\$0.0	(\$314.3)
Ending Balance Collections Account (Investor Funds)	\$88,298.5	\$88,298.5	\$20,843.5	\$3,442.0	\$4,019.6	\$0.0	\$19.2	\$12,250.2
Beginning Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4
Interest Income to Estate ^(c)	0.0	0.0	31.6	0.0	0.0	0.0	34.8	0.0
Transfer to Fund Operating Account	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Ending Balance Collections Account (Estate Funds)	\$12,827.0	\$12,827.0	\$12,858.6	\$12,858.6	\$12,858.6	\$12,858.6	\$12,893.4	\$12,893.4
Ending Balance Collections Account (Total)	\$101,125.5	\$101,125.5	\$33,702.2	\$16,300.6	\$16,878.2	\$12,858.6	\$12,912.6	\$25,143.6
Investors Account								
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
Executionary Contract Committee Cash Due for Prof. Fees ^(a)	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0

Notes:

- a. Source of payment for investor and fund committees will be via surcharge or some other source yet to be determined.
- b. Deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.
- c. Assumes investment in a Bank of America Money Market Fund at 3.25%

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
 (\$ in thousands)

	Weekly Cash Forecast							
	7/23/2006	7/30/2006	8/6/2006	8/13/2006	8/20/2006	8/27/2006	9/3/2006	9/10/2006
Supplemental Schedules - Professional Fees								
Debtor Professional Fees (as incurred)								
Financial Advisor Fees & Disbursements	\$140.0	\$140.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	75.0	75.0	75.0	75.0	75.0
Local Counsel	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8
Other Legal Professionals	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Committee Professionals (as incurred)								
<u>Unsecured Creditors Committee</u>								
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
Weekly Accrual for USA CMC Professional Fees	\$290.8	\$290.8	\$250.8	\$250.8	\$250.8	\$250.8	\$250.8	\$250.8
Cash Payment for USA CMC Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees USA CMC	\$4,772.1	\$5,062.8	\$5,313.6	\$5,564.3	\$5,815.1	\$6,065.8	\$6,316.6	\$6,567.3
<u>Equity Security Holders of USA Capital FTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	30.0	30.0	30.0	30.0	30.0	30.0	30.0	30.0
Weekly Accrual for FTDF Professional Fees	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0
Cash Payment for FTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$742.9	\$832.9	\$922.9	\$1,012.9	\$1,102.9	\$1,192.9	\$1,282.9	\$1,372.9
<u>Equity Security Holders of USA Capital DTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	50.0	50.0	50.0	50.0	50.0	50.0	50.0	40.0
Weekly Accrual for DTDF Professional Fees	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$110.0	\$100.0
Cash Payment for DTDF Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$712.0	\$822.0	\$932.0	\$1,042.0	\$1,152.0	\$1,262.0	\$1,372.0	\$1,472.0
<u>Holders of Executory Contract Rights</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	60.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executory Committee Professional Fees	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0
Cash Payment for Executory Committee Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Incurred and Unpaid Professional Fees	\$480.0	\$540.0	\$600.0	\$660.0	\$720.0	\$780.0	\$840.0	\$900.0
Total Weekly Accrual for Bankruptcy Professional Fees	\$550.8	\$550.8	\$510.8	\$510.8	\$510.8	\$510.8	\$510.8	\$500.8
Total Cash Payment for Bankruptcy Professional Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Total Incurred and Unpaid Bankruptcy Professional Fees	\$6,707.0	\$7,257.7	\$7,768.5	\$8,279.2	\$8,790.0	\$9,300.7	\$9,811.5	\$10,312.2

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
 (\$ in thousands)

	Weekly Cash Forecast							
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
USA Commercial Mortgage								
Cash Collections								
Collections								
Loan Origination Fees	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Reimbursed Expenses from USA Capital Realty	0.0	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Loan Servicing Collections								
Estimated Service Fees ^(a)	0.0	55.8	9.1	1.4	270.5	0.0	0.0	2,737.5
Outstanding Origination, Extension and Closing Fees	0.0	525.0	0.0	0.0	0.0	0.0	0.0	778.8
Total Cash Collections Operating Accounts	\$0.0	\$580.8	\$9.1	\$207.8	\$270.5	\$0.0	\$0.0	\$4,344.5
Cash Disbursements								
Origination Expenses								
Loan Origination Expenses	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Loan Servicing Expenses	\$200.0	\$0.0	\$0.0	\$0.0	\$400.0	\$0.0	\$0.0	\$650.0
Operating Disbursements								
Salaries & Wages	0.0	45.0	0.0	45.0	0.0	45.0	0.0	315.0
Payroll Related Benefits	0.0	0.0	6.3	7.7	0.0	7.7	0.0	64.8
Rent	0.0	0.0	49.0	0.0	0.0	0.0	0.0	147.0
Office Operating Disbursements	15.0	15.0	15.0	15.0	15.0	15.0	15.0	225.0
Other Operating Disbursements	20.0	20.0	20.0	20.0	20.0	20.0	20.0	300.0
Total Operating Disbursements	\$235.0	\$80.0	\$90.3	\$87.7	\$435.0	\$87.7	\$35.0	\$1,701.8
Bankruptcy Related Disbursements								
Professional Fees (see schedule for detail)								
Professional Fees	\$4,050.3	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	8.0	13.0
Other								
Noticing Agent	0.0	0.0	0.0	50.0	0.0	0.0	0.0	182.6
Appraisal Fees	0.0	0.0	0.0	0.0	0.0	0.0	0.0	100.0
Post-Petition Financing								
Fees for Post-Petition Financing	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lender Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Bankruptcy Related Disbursements	\$4,050.3	\$0.0	\$0.0	\$50.0	\$1,003.0	\$0.0	\$8.0	\$5,348.8
Total Cash Disbursements Operating Accounts	\$4,285.3	\$80.0	\$90.3	\$137.7	\$1,438.0	\$87.7	\$43.0	\$7,050.6
NET CHANGE IN CASH	(\$4,285.3)	\$500.8	(\$81.2)	\$70.1	(\$1,167.5)	(\$87.7)	(\$43.0)	(\$2,706.1)
Cash Position - USA Commercial Mortgage Estate								
Total Cash and Cash Equivalents at Beginning of Period								
Total Cash and Cash Equivalents	\$3,671.2	\$126.0	\$626.8	\$545.6	\$615.8	\$56.0	\$56.0	\$1,283.8
Pre-Petition Cash Payments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net (Decrease) Increase in Cash and Cash Equivalents	(4,285.3)	500.8	(81.2)	70.1	(1,167.5)	(87.7)	(43.0)	(2,706.1)
Estate Funds in Collections Account to Fund Operating Account	740.0	0.0	0.0	0.0	607.7	87.7	43.0	1,478.4
Total Cash DIP Operating Account at End of Period	\$126.0	\$626.8	\$545.6	\$615.8	\$56.0	\$56.0	\$56.0	\$56.0
Estate Funds in Collections Account (see schedule for detail)								
Estate Funds in Collections Account	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Total USA Commercial Mortgage Estate Cash Balance	\$12,279.4	\$12,780.2	\$12,733.0	\$12,803.1	\$11,635.6	\$11,548.0	\$11,505.0	\$11,505.0

Notes:

a. Service fees for week ending 7/30/06 represent estimated service fees accrued since 4/13/06.

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
(\$ in thousands)

	Weekly Cash Forecast							Total
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	
Additional Accounts								
USA Capital Realty Advisors - DIP Operating Account								
Beginning Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.6
Management Fees Collected	0.0	0.0	0.0	206.4	0.0	0.0	0.0	828.2
Expense Reimbursement due USA CMC	0.0	0.0	0.0	(206.4)	0.0	0.0	0.0	(828.2)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.4	\$167.1	\$167.1
USA Securities - DIP Operating Account								
Beginning Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.4
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance USA Securities	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$18.2	\$17.9	\$17.9
Diversified Trust - DIP Operating Account								
Beginning Cash Balance DTDF	\$261.3	(\$396.3)	(\$396.3)	(\$396.3)	(\$521.3)	(\$961.3)	(\$961.3)	\$511.5
<i>Cash Payment for Professional Fees^(a)</i>	(657.6)	0.0	0.0	0.0	(440.0)	0.0	0.0	(1,097.6)
Management Fees Paid by DTDF	0.0	0.0	0.0	(125.0)	0.0	0.0	0.0	(375.0)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance DTDF ^(b)	(\$396.3)	(\$396.3)	(\$396.3)	(\$521.3)	(\$961.3)	(\$961.3)	(\$961.6)	(\$961.6)
First Trust - DIP Operating Account								
Beginning Balance FTDF	(\$497.0)	(\$1,163.4)	(\$1,163.4)	(\$1,163.4)	(\$1,244.8)	(\$1,604.8)	(\$1,604.8)	(\$125.0)
<i>Cash Payment for Professional Fees^(a)</i>	(666.3)	0.0	0.0	0.0	(360.0)	0.0	0.0	(1,026.3)
Management Fees Paid by FTDF	0.0	0.0	0.0	(81.4)	0.0	0.0	0.0	(453.2)
Trustee Fees	0.0	0.0	0.0	0.0	0.0	0.0	(0.3)	(0.5)
Ending Cash Balance FTDF ^(b)	(\$1,163.4)	(\$1,163.4)	(\$1,163.4)	(\$1,244.8)	(\$1,604.8)	(\$1,604.8)	(\$1,605.0)	(\$1,605.0)
Collections Account								
Beginning Balance Collections Account (Investor Funds)	\$12,250.2	\$0.0	\$33,421.2	\$25,361.9	\$3,809.6	\$3,161.3	\$0.0	\$88,298.5
Estimated Interest Due Investors	0.0	1,077.0	100.4	19.2	3,431.9	0.0	0.0	12,421.6
Expected Principal Return	0.0	32,400.0	25,239.7	3,791.8	0.0	0.0	0.0	94,556.4
Interest Income to Investors ^(c)	0.0	0.0	30.9	0.0	0.0	0.0	0.0	296.0
Total Account Collections	\$0.0	\$33,477.0	\$25,371.0	\$3,810.9	\$3,431.9	\$0.0	\$0.0	\$107,274.0
Distribution to Investors	(12,250.2)	0.0	(33,421.2)	(25,361.9)	(3,809.6)	(3,161.3)	0.0	(194,627.0)
Service Fees to USA CMC	0.0	(55.8)	(9.1)	(1.4)	(270.5)	0.0	0.0	(945.5)
Total Disbursements	(\$12,250.2)	(\$55.8)	(\$33,430.3)	(\$25,363.3)	(\$4,080.1)	(\$3,161.3)	\$0.0	(\$195,572.6)
Ending Balance Collections Account (Investor Funds)	\$0.0	\$33,421.2	\$25,361.9	\$3,809.6	\$3,161.3	\$0.0	\$0.0	\$0.0
Beginning Balance Collections Account (Estate Funds)	\$12,893.4	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$12,827.0
Interest Income to Estate ^(c)	0.0	0.0	33.9	0.0	0.0	0.0	0.0	100.3
Transfer to Fund Operating Account	(740.0)	0.0	0.0	0.0	(607.7)	(87.7)	(43.0)	(1,478.4)
Ending Balance Collections Account (Estate Funds)	\$12,153.4	\$12,153.4	\$12,187.3	\$12,187.3	\$11,579.6	\$11,492.0	\$11,449.0	\$11,449.0
Ending Balance Collections Account (Total)	\$12,153.4	\$45,574.6	\$37,549.2	\$15,996.9	\$14,740.9	\$11,492.0	\$11,449.0	\$11,449.0
Investors Account								
Cash Balance Investors Account	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1	\$1,877.1
<i>Executionary Contract Committee Cash Due for Prof. Fees^(a)</i>	\$480.0	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0

Notes:

a. Source of payment for investor and fund committees will be via surcharge or some other source yet to be determined.

b. Deficits in the operating accounts for First Trust Deed Fund and Diversified Trust Deed Fund are expected to be filled via amounts reserved prior to the distribution of funds to Fund Members.

c. Assumes investment in a Bank of America Money Market Fund at 3.25%

USA Commercial Mortgage Company, et al.
Third Revised Budget - Weekly Cash Forecast
 (\$ in thousands)

	Weekly Cash Forecast							
	9/17/2006	9/24/2006	10/1/2006	10/8/2006	10/15/2006	10/22/2006	10/29/2006	Total
Supplemental Schedules - Professional Fees								
Debtor Professional Fees (as incurred)								
Financial Advisor Fees & Disbursements	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$100.0	\$1,580.0
Legal Counsel Fees & Disbursements	75.0	75.0	75.0	50.0	50.0	50.0	50.0	1,025.0
Local Counsel	25.0	25.0	25.0	16.7	16.7	16.7	16.7	341.7
PR Firm	0.8	0.8	0.8	0.8	0.8	0.8	0.8	11.3
Other Legal Professionals	0.0	0.0	5.0	5.0	0.0	0.0	5.0	15.0
Committee Professionals (as incurred)								
<u>Unsecured Creditors Committee</u>								
Legal Counsel Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Financial Advisor Fees & Disbursements	25.0	25.0	25.0	25.0	25.0	25.0	25.0	375.0
Weekly Accrual for USA CMC Professional Fees	\$250.8	\$250.8	\$255.8	\$222.4	\$217.4	\$217.4	\$222.4	\$3,722.9
Cash Payment for USA CMC Professional Fees	\$4,050.3	\$0.0	\$0.0	\$0.0	\$1,003.0	\$0.0	\$0.0	\$5,053.3
Incurred and Unpaid Professional Fees USA CMC	\$2,767.8	\$3,018.6	\$3,274.3	\$3,496.7	\$2,711.1	\$2,928.6	\$3,151.0	\$3,151.0
<u>Equity Security Holders of USA Capital FTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	30.0	30.0	30.0	30.0	30.0	30.0	30.0	450.0
Weekly Accrual for FTDF Professional Fees	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$90.0	\$1,350.0
Cash Payment for FTDF Professional Fees	\$666.3	\$0.0	\$0.0	\$0.0	\$360.0	\$0.0	\$0.0	\$1,026.3
Incurred and Unpaid Professional Fees	\$796.6	\$886.6	\$976.6	\$1,066.6	\$796.6	\$886.6	\$976.6	\$976.6
<u>Equity Security Holders of USA Capital DTDF</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	40.0	40.0	40.0	35.0	35.0	35.0	35.0	650.0
Weekly Accrual for DTDF Professional Fees	\$100.0	\$100.0	\$100.0	\$95.0	\$95.0	\$95.0	\$95.0	\$1,550.0
Cash Payment for DTDF Professional Fees	\$657.6	\$0.0	\$0.0	\$0.0	\$440.0	\$0.0	\$0.0	\$1,097.6
Incurred and Unpaid Professional Fees	\$914.4	\$1,014.4	\$1,114.4	\$1,209.4	\$864.4	\$959.4	\$1,054.4	\$1,054.4
<u>Holders of Executory Contract Rights</u>								
Legal Counsel Fees & Disbursements	60.0	60.0	60.0	60.0	60.0	60.0	60.0	900.0
Financial Advisor Fees & Disbursements	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Weekly Accrual for Executory Committee Professional Fees	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$60.0	\$900.0
Cash Payment for Executory Committee Professional Fees	\$480.0	\$0.0	\$0.0	\$0.0	\$240.0	\$0.0	\$0.0	\$720.0
Incurred and Unpaid Professional Fees	\$480.0	\$540.0	\$600.0	\$660.0	\$480.0	\$540.0	\$600.0	\$600.0
Total Weekly Accrual for Bankruptcy Professional Fees	\$500.8	\$500.8	\$505.8	\$467.4	\$462.4	\$462.4	\$467.4	\$7,522.9
Total Cash Payment for Bankruptcy Professional Fees	\$5,854.2	\$0.0	\$0.0	\$0.0	\$2,043.0	\$0.0	\$0.0	\$7,897.2
Total Incurred and Unpaid Bankruptcy Professional Fees	\$4,958.8	\$5,459.5	\$5,965.3	\$6,432.7	\$4,852.1	\$5,314.5	\$5,782.0	\$5,782.0